

March 28, 2013

REMUNERATION AND HR COMMITTEE CHARTER

General Issues

The Remuneration and HR Committee's ("RHRC") duties are defined in the Corporate Governance, Board Charter and in this Remuneration and HR Committee Charter, which is approved by the Board.

Composition

The composition of the RHRC and the qualifications of the members of the committee are set forth in Metso's Corporate Governance.

The RHRC consists of the following members until the closing of the Annual General Meeting 2014:

Jukka Viinanen, Chairman
Christer Gardell
Mikael von Frenckell
Mikael Lilius

Duties

The RHRC shall review and monitor (i) the competitiveness of the remuneration and incentive systems within Metso, prepare and make proposals to the Board for the remuneration and benefits of the CEO and decide upon the remuneration and benefits of the MET members and (ii) the development of the Human Resources related issues such as competence and talent development and successor planning of Metso's senior management.

The RHRC (i) evaluates the performance and compensation of the CEO and prepares and makes proposals to the Board for appointment and compensation of the CEO and (ii) based on the preparation by the CEO makes proposals to the Board for the appointment of MET members.

The RHRC may authorize its Chairman to decide upon the remuneration and benefits of these officers. The CEO proposes to the Chairman of RHRC for approval the remuneration and benefits to other officers reporting to the CEO.

Meetings and reporting to the Board

The RHRC meets regularly at least twice a year.

Regular participants in the RHRC meetings are the CEO (save when matters relating to him are on the agenda) and the Sr. Vice President, HR (or another person designated by the RHRC) acting as secretary to the RHRC.

The Chairman of the RHRC, the CEO and the secretary to the Committee prepare the matters on the agenda of the RHRC.

The Chairman presents a report on each RHRC meeting to the Board.

The RHRC members shall not receive compensation other than as decided by the Annual General Meeting.